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Mack H. Shumate, Jr. Senior General Attorney, Law Department

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December 8, 2010

VIA E-FILING

The Honorable Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W., Room 100
Washington, DC 20423-0001

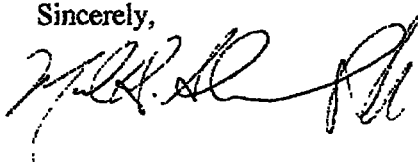
RE: Abandonment Exemption and Discontinuance of Operations over the Weber Industrial Lead from M.P. 5.8 near Wilson Avenue to M.P. 9.5 near Touhy Avenue, a distance of 3.7 miles in Cook County, Illinois; STB Docket No. AB-33 (Sub-No. 263X)

Dear Ms. Brown:

Union Pacific Railroad Company ("Union Pacific") has received a request from the Village of Lincolnwood, an Illinois municipal corporation, (the "Village"), seeking to extend the negotiation period covering the issuance of a Certificate or Notice of Interim Trail Use pursuant to 16 U.S.C. § 1247(d) and 49 C.F.R. § 1152.29 for the portion of the Union Pacific's Weber Industrial Lead located in the Village of Lincolnwood between approximately Milepost 8.4 at Devon Avenue to the border with the Village of Skokie, Illinois, at approximately Milepost 9.4 near Touhy Avenue, a distance of approximately 1.0 mile in Cook County, Illinois.

The Union Pacific is willing to extend the negotiation period with the Village concerning the acquisition of the subject property for trail use and supports the Village's request to extend the negotiation period for an additional 180 days to June 6, 2011. A copy of the Village's request for extension is attached hereto as Exhibit "A" and hereby made a part hereof.

Sincerely,



Attachment

cc: Village of Lincolnwood

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Holland & Knight

EXHIBIT A

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December 2, 2010

Via Electronic Filing

Ms. Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Union Pacific Railroad Company
Abandonment of Weber Industrial Lead, Lincolnwood, Illinois
STB Docket No. AB-33 (Sub-No. 263X)
Petition for Public Use Condition and Interim Trail Use

Dear Chief Brown:

The Village of Lincolnwood, Illinois (the "**Village**"), a political subdivision, hereby petitions the Surface Transportation Board for an order extending its Decision and Notice of Interim Trail Use or Abandonment in the above-referenced matter ("**Decision**") for an additional 180 days, through and including June 6, 2011.

On November 25, 2008, the Village filed its Petition for a Public Use Condition as well as an Interim Trail Use Condition ("**Petition**"), rather than an outright abandonment authorization, for that portion of the Weber Industrial Lead located within the corporate boundaries of the Village, extending from approximately Milepost 8.4 near Devon Avenue to approximately Milepost 9.45 near Touhy Avenue. As part of the Petition, the Village filed its Statement of Willingness to Assume Financial Responsibility pursuant to 49 CFR §1152.29.

On December 17, 2008, the Board issued its Decision, providing for a 180-day period for negotiations between the Village, the City of Chicago, and Union Pacific Railroad Company ("**UP**"). The Board has granted three extensions of the time period for negotiations, most recently on June 21, 2010, when the Board issued an order further extending the time period for negotiations an additional 180 days, through and including December 8, 2010.

Since June 2010, the Village has continued its development of plans for the use of the right-of-way for trail and/or other public purposes, all in accordance with the Petition. As noted in the Village's previous extension requests, the Village has been approved for an 80% matching grant from the Congestion Mitigation and Air Quality Improvement Program ("**CMAQ**")

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LAW DEPARTMENT
UNION PACIFIC RR CO.

Ms. Cynthia Brown
Chief, Section of Administration
Surface Transportation Board
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to support the proposed purchase, and trail use, of the right-of-way. The CMAQ grant is administered by the Illinois Department of Transportation ("**IDOT**"), which requires that grantees follow a specified procedure in order to receive grant funding. In furtherance of that procedure, the Village has accomplished the following since June 2010:

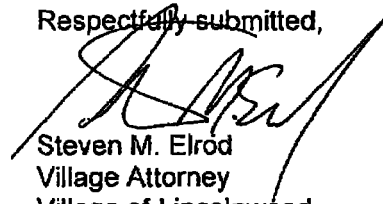
1. On October 18, 2010, IDOT approved the required Local Agency Agreement and Phase 1 Engineering Agreement necessary for the trail use of the right-of-way; and
2. The Village has commissioned a land survey of the entire right-of-way, for use as part of the Phase 1 agreement and ultimately for the purchase and use of the right-of-way.

The Village continues to work with IDOT and the Federal Highway Administration, and with UP, to produce all necessary plans, obtain all necessary approvals, and complete all required engineering and preparations for the proposed purchase and trail use of the right-of-way. However, the Village does not expect to complete all pre-acquisition work and plans until after the expiration of the current negotiation period. Thus, in order to complete its trail plan to satisfy CMAQ and IDOT requirements, and to continue negotiations with UP to a successful conclusion, the Village requests additional time.

Thus, the Village respectfully requests that the Board issue an order extending the negotiation period for an additional 180 days, through and including June 6, 2011. In support of its request, the Village renews its Petition and its Statement of Willingness to Assume Financial Responsibility.

By my signature below, I certify service upon Union Pacific Railroad Company, c/o Mack H. Shumate, 101 North Wacker Drive, Room 1920, Chicago, Illinois 60606, and upon the City of Chicago, c/o Mr. Thomas Byrne, 30 North LaSalle Street, Suite 500, Chicago, IL 60602-2570, by U.S. Mail, postage pre-paid, first class, this 2nd day of December, 2010.

Respectfully submitted,



Steven M. Elrod
Village Attorney
Village of Lincolnwood

cc: Village President and Board of Trustees
Tim Wiberg, Village Administrator
Janice Hincapie, Village Director of Parks & Recreation